# FORM D

# ORIGINAL

## UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB	Arr	'KU	٧AL

OMB Number:

3235-0076

Expires:

May 31, 2002

Estimated average burden

hours per response...... 1

SEC USE ONLY	
Prefix	Serial

DATE RECEIVED

The state of the s	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series C and D Preferred Stock Financing and Merger	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	I Dit sibit bibit besit seret bilis besat bidit bilis diben s
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  TRADEC, Inc.	02039519
Address of Executive Offices (Number and Street, City, State, Zip Code)  84 W. Santa Clara Street, Suite 500 San Jose, CA 95113	Telephone Number (Including Area Code) 408-291-2565
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Supply Chain Software	PROCESSED
Type of Business Organization	\ JUN 1 3 2002
☑ corporation       ☐ limited partnership, already formed         ☐ business trust       ☐ limited partnership, to be formed       ☐ other	r (please specify):
Actual or Estimated Date of Incorporation or Organization:    Month Year     9 5   9 5     Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for SCN for Canada; FN for other foreign jurisdiction)	Actual Estimated tate:

### **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



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		A	A. BASIC II	ENTI	FICATION DATA				
<ul> <li>Each beneficial owr</li> <li>Each executive office</li> </ul>	e issuer, if the issuer h	nas been o vote o porate i	or dispose, or direct this sucre and of corporations	ne vote	or disposition of, 10%	6 or mo	ore of a class of f partnership is	f equity suers; a	securities of the issuer; and
Check Box(es) that Apply:	Promoter	$\boxtimes$	Beneficial Owner	Ø	Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first, in	f individual)								
Abe, John R.									<del></del>
Business or Residence Addre	ss (Number and Stree	et, City	, State, Zip Code)						
84 W. Santa Clara Street, S	uite 500 San Jose	, CA 9	5113		<u> </u>				
Check Box(es) that Apply:	Promoter	Ø	Beneficial Owner	×	Executive Officer	☒	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)					ý	•	-	
Winder, Edwin C.  Business or Residence Address	or (Number and Stree	t City	State 7in Code)						
84 W. Santa Clara Street, St									
Check Box(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)				<del></del>				
Graystone Venture Direct E		8.							
Business or Residence Addres	s (Number and Stree	t, City,	State, Zip Code)				,		;
One Northfield Plaza, Suite									
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)		<del></del>						
Novus Ventures, L.P.									
Business or Residence Addres	s (Number and Street	, City,	State, Zip Code)			•			
2011 Stevens Creek Blvd, Su	ite 130 Cupertino, C	CA 950	)14				•		
Check Box(es) that Apply:	Promoter		Beneficial Owner	X	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)						_		
Massey, Henry P., Jr			······						<del></del>
Business or Residence Address	s (Number and Street	, City,	State, Zip Code)						
650 Page Mill Road, Palo Al	to, CA 94304				·				
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)								
Tompkins, Dan							. ·		
Business or Residence Address	(Number and Street	City,	State, Zip Code)						
84 W. Santa Clara Street, Sui									•
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)						e		
Chandler, Edward	•								,
Business or Residence Address	(Number and Street,	City,	State, Zip Code)	,					
84 W. Santa Clara Street, Sui				<u>-</u>					<u> </u>
				itional	copies of this sheet	as ne	cessary)		

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Ross, Ken	·	<del></del>	· · · · · · · · · · · · · · · · · · ·	<del></del>	
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
84 W. Santa Clara Street, S	Suite 500 San Jose	, CA 95113			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)			<del></del>
84 W. Santa Clara Street, S		CA 95113			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Siegelman, Russell	-	<u> </u>			
Business or Residence Addres	ss (Number and Street	t, City, State, Zip Code)	<del>-</del>		
84 W. Santa Clara Street, Si	uite 500 San Jose,	CA 95113			
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
KPCB Holdings, Inc. as nom	inee	,			
Business or Residence Addres	s (Number and Street	, City, State, Zip Code)		•	. "
2750 Sand Hill Road, Menlo	Park, CA 94025				
Check Box(es) that Apply:	Promoter	X Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	•			
Norwest Venture Partners V	II, LP				
Business or Residence Address					
245 Lytton Avenue, Suite 250	), Palo Alto, CA 9430	)1			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Augustine, Troy			<del></del>		
Business or Residence Address					
84 W. Santa Clara Street, Sui	te 500 San Jose, C	CA 95113			·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if it	ndividual)				
Vanlare, Stephen	<del></del>			<del></del>	
Business or Residence Address					
84 W. Santa Clara Street, Sui	te 500 San Jose, C	A 95113			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and Street, C	City, State, Zip Code)			· ·
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				В.		TOTAL TOTAL	ABOUT C	TIDICIO				
1. Has	the issuer sold	or does the	e issuer inten	d to sell to t	non-accredite	d investors is	n this offering				Ye. ⊠	
1. 1143	tile issuer sore	i, or does th	c issuel man					under ULOE		***************************************	. 🖎	ľ
2. Wha	it is the minim	um investm	ent that will l		• •		•			•••••	. \$	N/A
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(Check "	"All States" or	check indiv	riduals States	)		*******************		•••••			□ A	Il States
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	Amo	ount Already Sold
	Debt		\$	0.00_
	Equity	\$ 13,880,895.37	\$ 1	2,226,145.36
	☐ Common ☑ Preferred			
	Convertible Securities (including warrants)	\$0.00_	\$	0.00
	Partnership Interests	\$0.00	\$	0.00
	Other (Specify)	\$0.00	\$	0.00
	Total	\$ <u>13,880,895.37</u>	\$ <u>_1</u>	2,226,145.36
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Δ	ggregate
		Number Investors	Dol	lar Amount Purchase
	Accredited investors	56	\$ <u>12</u>	,169,075.30
	Non-accredited Investors.	24	\$	57,070.06
	Total (for filings under Rule 504 only)	N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
	Type of Offering	Type of Security	Doll	lar Amount Sold
	Rule 505	~	\$	
	Regulation A	N/A	\$	N/A
	Rule 504	N/A	\$	<u>N/A</u>
	Total	N/A	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			-
	Transfer Agent's Fees		\$	
	Printing and Engraving Costs		\$	·
	Legal Fees	$\boxtimes$	\$	200,000.00
	Accounting Fees	_	\$	
	Engineering Fees		\$	
	Sales Commissions (specify finders' fees separately)		\$	
	Other Expenses (identify)		\$	
	Total	$\boxtimes$	\$	200,000.00
		_		

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b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the Question of the payments its staff must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.    Payments to Officers, Directors & Affiliates	total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above.    Payments to Officers, Directors & Affiliates	C. OFFEI	did i Rice, Number of Investors, E	AI ENSES AND U	SE OF I	KOCEEDS		
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above.    Payments to Officers, Directors & Affiliates	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments histed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.    Payments to Officers, Directors & Affiliates	total expenses furnished in response to	Part C - Question 4.a. This difference is the "ad	djusted gross			s <u>13,6</u>	80 <u>,895.</u> 37
Salaries and fees	Salaries and fees	the purposes shown. If the amount for a left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and syments listed must equal the adjusted gross proc	d check the box to the	e			
Purchase of real estate	Purchase of real estate				Officers	, Directors &	•	
Purchase, rental or leasing and installation of machinery and equipment. S 0.00 S 0.00  Construction or leasing of plant buildings and facilities. S 0.00 S 0.00  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). S 0.00 S 0.00  Repayment of indebtedness. S 0.00 S 0.00  Working capital. S 0.00 S 1/3,680,885.  Other (specify): S 0.00 S 1/3,680,895.  Total Payments Listed (column totals added) S 1.00	Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		[		0.00	<b>S</b>	0.00
Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities   \$ 0.00   \$ 0.00    Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)   \$ 0.00   \$ 0.00    Repayment of indebtedness   \$ 0.00   \$ 0.00    Working capital   \$ 0.00   \$ 1.3 1830,845    Other (specify):   \$ 1.00   \$ 1.23,180,845    Column Totals   \$ 0.00   \$ 1.3,180,845    Total Payments Listed (column totals added)   \$ 1.3,180,845    D. FEDERAL SIGNATURE    The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an idertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)   Signature   Date   May 23, 2002    RADEC, Inc.   May 23, 2002   Title of Signer (Print or Type)	Purchase of real estate			□ \$	0.00	<b>S</b>	0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Purchase, rental or leasing and installa	tion of machinery and equipment	[	□ s	0.00	□ \$	0.00
used in exchange for the assets or securities of another issuer pursuant to a merger)	used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildi	ngs and facilities	[	<b>\$</b> _	0.00	<b>\$</b>	0.00
Working capital	Working capital				□ <b>\$</b>	0.00	□ s	0.00
Other (specify):	Other (specify):	Repayment of indebtedness		[	<b> \$</b>	0.00	□ s	0.00
Column Totals Solution Solutio	Column Totals Solution Solutio	Working capital		[	□ \$	0.00	□ \$ <u>13</u>	,680,895.3
Total Payments Listed (column totals added)  D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an addertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  RADEC, Inc.  May 23, 2002  Title of Signer (Print or Type)	Total Payments Listed (column totals added)  D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  The payments Listed (column totals added)  Description of the paymen	Other (specify):		[	□ \$	0.00	<b> \$</b>	0.00
D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an idertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  Signature  Date  May 23, 2002  Title of Signer (Print or Type)  Title of Signer (Print or Type)	D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an idertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any noncredited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  Signature  Date  May 23, 2002  Title O Signer (Print or Type)  Title O Signer (Print or Type)	Column Totals		[	\$	0.00	□ \$ <u>13</u> ,	680,895.3
ne issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  RADEC, Inc.  Date  May 23, 2002  Titled Signer (Print or Type)	ne issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an idertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-credited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  Signature  May 23, 2002  Title (Signer (Print or Type)	Total Payments Listed (column to	otals added)			□ s <u>13,</u> 6	<u>60,</u> 895	. 37
the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-incredited investor pursuant to paragraph (b)(2) of Rule 502.  Signature  RADEC, Inc.  Title (Signer (Print or Type)  Title (Signer (Print or Type)	the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an idertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-incredited investor pursuant to paragraph (b)(2) of Rule 502.  Suer (Print or Type)  RADEC, Inc.  Date  May 23, 2002  Titleof Signer (Print or Type)		D. FEDERAL SIGNAT	TURE				
RADEC, Inc.  may 23, 2002  Title Signer (Print or Type)  Title Signer (Print or Type)	RADEC, Inc.  may 23, 2002  Title of Signer (Print or Type)  May 23, 2002	idertaking by the issuer to furnish the U.S. S	ecurities and Exchange Commission, upon written 2) of Rule 502.					
ame of Signer (Print or Type)  Title of Signer (Print or Type)	ame of Signer (Print or Type)  Title of Signer (Print or Type)	· - ·	Signature			3		_
OUT AGE		ame of Signer (Print or Type)	{   " ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '	ivia)	y 23, 200	4		
								•
			ATTENTION					

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)